

EXHIBIT A

**ORRICK, HERRINGTON & SUTCLIFFE LLP
INVOICES¹ FOR TIME PERIOD
DECEMBER 1-31, 2008**

¹ Please note that certain material has been redacted for confidential information.



David Austern, Futures Claims Representative for
W.R. Grace & Co.
c/o Claims Resolution Management Corp.
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042

January 16, 2009
Client No. 17367
Invoice No. 1169215

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through December 31, 2008 in
connection with the matters described on the attached pages:

\$ 392,218.75

DISBURSEMENTS as per attached pages:

21,928.91

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ **414,147.66**

Matter(s): 17367/11, 12, 13, 14, 15, 2, 7, 8, 9

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$1,060,563.63
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:
Orrick, Herrington & Sutcliffe LLP
4253 Collections Center Drive
Chicago, IL 60693
Reference: 17367 Invoice: 1169215
E.I.N. 94-2952627
Overnight deliveries: (312) 974-1642

**ELECTRONIC FUNDS
TRANSFERS:**
Wire Transfers Only:
ABA Number 0260-0959-3
Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367 Invoice: 1169215
E.I.N. 94-2952627

**ELECTRONIC FUNDS
TRANSFERS:**
ACH Transfers Only:
ABA Number 121-000358
Bank of America
San Francisco Main Branch
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367 Invoice: 1169215
E.I.N. 94-2952627



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For Legal Services Rendered Through December 31, 2008 in Connection With:

Matter: 2 - Case Administration

12/09/08	D. Fullem	Review and respond to e-mail from D. Spicuzza regarding updates to master service list.	0.20
12/24/08	R. Mulligan	Review Court docket; download documents and distribute.	0.50
Total Hours			0.70
Total For Services			\$139.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.20	245.00	49.00
Risa L. Mulligan	0.50	180.00	90.00
Total All Timekeepers	0.70	\$198.57	\$139.00

Disbursements		
Express Delivery	11.32	
Total Disbursements		\$11.32

Total For This Matter	\$150.32
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For Legal Services Rendered Through December 31, 2008 in Connection With:

Matter: 7 - Insurance Matters

12/01/08	K. Suomela	Review expert reports (.5); review discount rates in expert reports (.4); office conference regarding expert reports and insurance allocation with R. Wyron, P. Mahaley and D. Felder (2.0).	2.90
12/01/08	P. Mahaley	Confer with R. Wyron, D. Felder and K. Suomela re ACC and FCR future asbestos claims estimates (2.0); analyze total limits available under Grace insurance policies not fully paid and settled and remaining limits (3.2); prepare analysis of insurance company limits remaining (2.0).	7.20
12/02/08	S. Cruzado	Analyze settlement status of Grace insurance policies (1.0); prepare graphic summary for use in settlement negotiations with insurers (1.2); conference regarding same (.3).	2.50
12/02/08	P. Mahaley	Prepare summary analysis of past insurance settlements and remaining available insurance coverage and graphic depiction of same (5.3); prepare questions for allocation experts (1.3).	6.60
12/02/08	R. Wyron	Call with CNA counsel and follow-up (.8); review CNA issues (1.3).	2.10
12/03/08	S. Cruzado	Analyze settlement status of Grace insurance policies (2.0); prepare graphic summary for use in settlement negotiations with insurers (2.3); conference regarding same (.2).	4.50
12/03/08	P. Mahaley	Analyze data provided by debtors re insurance policy exhaustion.	4.70
12/03/08	R. Wyron	Review settlement analysis and follow-up questions for P. Mahaley.	0.60
12/04/08	P. Mahaley	Analyze insurance company settlement demand calculations and prepare summary re same.	6.00
12/04/08	R. Wyron	Review insurance analysis and follow-up with P. Mahaley (.3); review e-mails from R. Horkovich on settlement proposals and follow-up (.6); review remaining insurance summary (.4).	1.30
12/05/08	K. Suomela	Review allocation memos and compare to policy database (5.0); review letters to insurers focusing on allocation results and demands (2.0).	7.00



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12/05/08	P. Mahaley	Prepare questions for meeting with M. Garbowski on December 8, 2008 re insurance settlement allocation procedures and assumptions (1.9); revise graphical depiction of insurance settlements and remaining limits (1.2); confer with K. Suomela re insurance settlement allocation methodology (1.8); confer with counsel for Debtors and ACC re response to objecting insurers' proposed confidentiality stipulation and discovery requests (1.0); participate in conference call with objecting insurers' counsel re proposed confidentiality stipulation and discovery requests (1.0).	6.90
12/05/08	R. Wyron	Review status and issues re potential settlements.	0.60
12/06/08	K. Suomela	Review allocation memos.	1.60
12/07/08	K. Suomela	Analyze allocation methodologies.	2.20
12/08/08	K. Suomela	Review documents in preparation for meeting (4.0); conference with P. Mahaley, M. Garbowski, H. Gershman and I. Gelberger regarding allocation of nominal results supplied by J. Posner (2.0); review results of the meeting with P. Mahaley (3.0).	9.00
12/08/08	P. Mahaley	Prepare for conference with M. Garbowski and ACC allocation team re development of settlement demands for insurance companies (2.6); confer with M. Garbowski, counsel for ACC, and his allocation team re data inputs, assumptions and methodology (2.0).	4.60
12/09/08	K. Suomela	Office conference with P. Mahaley regarding meeting at Anderson Kill and related memo.	1.50
12/09/08	P. Mahaley	Draft memorandum analyzing allocation approach.	7.30
12/09/08	R. Wyron	Review e-mails on London inquiry and follow-up (.3); review issues outline on CIP carriers and follow-up (.8).	1.10
12/10/08	K. Suomela	Revise memo on meeting discussions with Anderson Kill.	1.40
12/10/08	P. Mahaley	Finalize memorandum analyzing allocation methodology and assumptions used to prepare insurance settlement demands (.8); confer with M. Plumer re principal conclusions drawn from analysis of allocation methodology and assumptions used to prepare insurance settlement demands (.7); review information re proposed mediation at request of one insurance company (.3); analyze objections to disclosure statement raised by one insurance company (.3).	2.10



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12/11/08	P. Mahaley	Confer with R. Wyron re strategy for settlement [REDACTED] [REDACTED] (2.0); update summary analysis of remaining limits for all insurers (.8); analyze release and indemnity provisions [REDACTED] [REDACTED] (1.8).	4.60
12/11/08	R. Wyron	Confer with P. Mahaley on insurance strategy and follow-up (1.1); review latest analysis of unsettled and CIP coverage (.4); review Scotts issues (.3); review information from Royal (.3).	2.10
12/12/08	R. Wyron	Review updated insurance analysis from P. Mahaley and notes re same.	0.60
12/15/08	P. Mahaley	Analyze confidentiality agreement between FCR and ACC re upcoming meetings (.3); draft questions re settlement demand development methodology and insurance settlement strategy for discussion with R. Horkovich (5.4).	5.70
12/15/08	M. Plumer	Review legal memoranda in anticipation of meeting with R. Horkovich and R. Chung (2.5); review coverage-related information in anticipation of meeting with R. Horkovich and R. Chung (2.5).	5.00
12/16/08	P. Mahaley	Prepare for meeting with R. Horkovich and R. Chung (2.0); review case law re allocation methodologies (2.1); analyze facts re alleged liabilities re Scotts (1.1); meet with R. Horkovich and R. Chung re insurance settlement demands (2.9).	8.10
12/16/08	R. Wyron	Review insurance issues outline and provide comments (.8); call to M. Plumer and P. Mahaley on open issues for meeting with R. Horkovich and follow-up (.6); review update for insurance coverage meeting (.4).	1.80
12/16/08	M. Plumer	Prepare for meeting with R. Horkovich and R. Chung to discuss insurance recovery, including review of background memoranda, insurance policies and prior settlement agreements (3.5); attend meeting with R. Horkovich and R. Chung (2.9); summarize meeting (.5).	6.90
12/18/08	R. Frankel	Review Excel spreadsheets, e-mail sent by J. Baer re remaining limits.	0.70
12/19/08	R. Wyron	Review insurance settlement issues and strategy re same.	0.30
12/19/08	R. Frankel	Confer with R. Wyron re open insurance issues, related plan treatment.	0.60
12/22/08	P. Mahaley	Draft communication to R. Horkovich and R. Chung re insurance settlement demands (.5); draft analysis of data obtained from R. Horkovich and R. Chung re settlement demands (3.8).	4.30



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12/24/08	P. Mahaley	Analyze communication with counsel for London Market Companies and communicate with R. Wyron re same (.2); analyze communication from counsel for Royal re Grace responses to requests for admissions and communicate with L. Esayian re FCR's position re same (.4).	0.60
12/29/08	R. Wyron	Review correspondence from London Market insurers and follow-up.	0.60

Total Hours	125.60	
Total For Services		\$67,283.00

Timekeeper Summary	Hours	Rate	Amount
Stephen C. Cruzado	7.00	220.00	1,540.00
Roger Frankel	1.30	875.00	1,137.50
Peri N. Mahaley	68.70	575.00	39,502.50
Mark J. Plumer	11.90	795.00	9,460.50
Kirt D. Suomela	25.60	275.00	7,040.00
Richard H. Wyron	11.10	775.00	8,602.50
Total All Timekeepers	125.60	\$535.69	\$67,283.00

Disbursements

Color Document Reproduction	2.50	
Document Reproduction	21.90	
Local Taxi Expense	137.75	
Out of Town Business Meals	72.80	
Parking Expense	58.00	
Travel Expense, Local	796.00	
Westlaw Research	510.80	
Total Disbursements		\$1,599.75

Total For This Matter	\$68,882.75
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Matter: 8 - Litigation

12/01/08	D. Felder	Review revised case management order for confirmation hearing and e-mail correspondence regarding same.	0.20
12/01/08	D. Felder	Conference with D. Austern, J. Radecki and Orrick team regarding next steps and strategy (3.0); attention to follow-up issues regarding same (1.0); review expert reports regarding confidentiality issues and in preparation for meeting with insurance team (1.7).	5.70
12/01/08	D. Felder	Conference with R. Wyron, P. Mahaley and K. Suomela regarding settlement issues and next steps.	2.00
12/01/08	J. Guy	Conference with D. Austern, J. Radecki and Orrick counsel regarding strategy, plan issues and discovery.	3.00
12/01/08	R. Wyron	Review issues on expert reports and discovery (.4); follow-up meeting re same (.8); review draft CMO (.2).	1.40
12/01/08	R. Frankel	Prepare agenda, notes for meeting with D. Austern.	0.80
12/01/08	R. Frankel	Confer with D. Austern, J. Guy, R. Wyron, D. Felder re confirmation, discovery.	2.10
12/01/08	R. Frankel	Review, consider revised Case Management Order from Kirkland.	0.80
12/02/08	A. Thorp	Meet with A. Hamilton, D. Felder and W. Curtis re document collection and review (.8); communicate and correspond with T. Harris re hearing planning and set-up scheduling (.7).	1.50
12/02/08	W. Curtis	Conference to discuss eDiscovery considerations.	0.60
12/02/08	D. Felder	Prepare for conference with Orrick eDiscovery team (.5); conference with Orrick e-discovery team regarding discovery issues (1.1); attention to discovery issues (1.8).	3.40
12/02/08	R. Wyron	Review confidentiality issues on Tillinghast reports and follow-up (.8); review discovery request for documents and outline issues (.4); work on confidentiality stipulation (.4).	1.60
12/02/08	R. Frankel	Review series of e-mails re discovery issues.	0.60
12/02/08	R. Frankel	Review e-mails re Libby issues, experts.	0.50
12/03/08	D. Felder	Review and revise confidentiality stipulation regarding discovery issues for confirmation (2.5); telephone conference with R. Wyron and J. Biggs regarding same (1.3); follow-up regarding same (1.0); conference with R. Wyron regarding same (.1).	4.90



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12/03/08	P. Mahaley	Analyze and revise draft cooperation agreement between asbestos trust and debtors (1.3); analyze and revise draft confidentiality stipulation to govern confidential documents produced to objecting insurance companies (.7).	2.00
12/03/08	J. Guy	Conference with R. Wyron, D. Felder and J. Biggs regarding discovery issues.	1.00
12/03/08	R. Wyron	Review and revise draft confidentiality order (.6); confer (several times) with J. Guy and D. Felder on confidentiality, Tillinghast reports and CMO, and follow-up (.7); review Tillinghast reports (.6); call with Tillinghast re discovery (1.3); review e-mails re discovery issue and follow-up (.6); review e-mail search protocol and provide comments (.3); review discovery request (.6).	4.70
12/03/08	R. Frankel	Review series of e-mails re CMO; review issues re discovery for confirmation hearing.	0.80
12/04/08	D. Fullem	Review e-mail from D. Felder regarding discovery search; coordinate list to be prepared by GOC; review/e-mail to D. Felder.	0.40
12/04/08	D. Felder	E-mail correspondence regarding confidentiality stipulation and review proposed draft from Debtors and insurers (2.1); review insurers' objection to CMO (.2); conference with R. Wyron and P. Mahaley regarding discovery, confidentiality issues and cooperation agreement (.3); telephone conference with Caplin and Orrick teams regarding same (1.5); telephone conference with W. Curtis regarding discovery issues (.3); conference with J. Guy regarding confidentiality stipulation (.1); review and revise same (3.0); e-mail correspondence with Tillinghast regarding same (.1).	7.60
12/04/08	P. Mahaley	Confer with R. Horkovich, P. Lockwood, N. Finch, R. Wyron and D. Felder re insurer discovery requests and proposed responses, and re draft confidentiality order and draft cooperation agreement.	1.80
12/04/08	J. Guy	Attention to confirmation issues.	1.00
12/04/08	J. Guy	Telephone call with ACC, R. Wyron and D. Felder regarding insurance discovery.	1.50
12/04/08	J. Guy	Attention to insurer discovery.	1.00
12/04/08	R. Wyron	Participate in call with ACC on confidentiality issues, strategy, discovery and plan issues (2.1); follow-up notes and e-mails (.3); prepare outline of issues (.3); review and revise draft protective order (.8).	3.50
12/04/08	R. Frankel	Review draft CMO (revised), series of e-mails re same.	1.10



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12/05/08	D. Felder	Review Debtors' draft confidentiality agreement (.4); telephone conference with Debtors and ACC regarding discovery and confidentiality issues (1.0); telephone conference with Debtors, ACC and insurers regarding same (.9); follow-up e-mail correspondence with Orrick team and experts regarding same and attention to draft confidentiality agreement (2.1).	4.40
12/05/08	J. Guy	Telephone call with Debtors and ACC regarding discovery and confidentiality.	1.00
12/05/08	J. Guy	Telephone call with insurers and plan proponents regarding discovery and confidentiality.	0.70
12/05/08	J. Guy	Attention to insurer discovery and related issues.	0.70
12/05/08	R. Wyron	Call with Debtors and ACC counsel on confidentiality agreement and insurer discovery (1.0); meet and confer call with insurer counsel on discovery, and e-mails re same (1.2); review discovery requests (.3); review drafts of the confidentiality order and provide comments (.8).	3.30
12/06/08	R. Frankel	Review CMO entered by Court, e-mails re same.	0.60
12/06/08	R. Frankel	Review insurers' motion for entry of confidentiality order and proposed stipulation (1.2); consider confidentiality issues re FCR reports (.4).	1.60
12/07/08	D. Felder	E-mail correspondence to and from Debtors and Orrick team regarding confidentiality stipulation.	0.20
12/07/08	R. Wyron	Review Supplemental Objection from Seaton/One Beacon.	0.40
12/07/08	R. Frankel	Exchange of e-mails, consider issues re CMO, confidentiality of FCR reports from experts.	0.80
12/07/08	R. Frankel	Review omnibus hearing agenda, notes re same.	0.30
12/07/08	R. Frankel	Review Tower Perrin letter, notes re same, supplemental expert report.	0.80
12/08/08	D. Felder	Review insurers' motion for confidentiality agreement and related e-mail correspondence regarding same (1.2); e-mail correspondence with Orrick team regarding plan proponents' proposed confidentiality agreement (.5); review and revise multiple drafts regarding same (3.0); e-mail correspondence with J. Baer regarding same (.4); conferences with R. Wyron and J. Guy regarding same (.2); e-mail correspondence with experts, ACC and Debtors regarding same (1.2).	6.50
12/08/08	J. Guy	Attention to confidentiality stipulation.	0.60
12/08/08	J. Guy	Attention to confirmation Discovery.	0.70
12/08/08	R. Wyron	Call with Tillinghast on confidentiality issues and follow-up (.6); review revised confidentiality order and provide comments (.7); follow-up e-mails on confidentiality order (.3).	1.60



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12/08/08	R. Frankel	Review Unigard, OneBeacon Supplemental Objection to Disclosure with chart (.9); notes re same, indirect claim issue (.2).	1.10
12/08/08	R. Frankel	Review e-mails, attachments in connection with production of expert reports, stipulation with insurers.	0.80
12/09/08	D. Felder	Review Debtors' response regarding the insurers' motion for entry of confidentiality agreement (.4); review agenda for December 15 omnibus hearing and e-mail correspondence regarding same (.2); telephone conference with M. Hurford regarding update (.1); review confidentiality stipulation with Libby Claimants and e-mail correspondence regarding same (.8).	1.40
12/09/08	R. Wyron	Review discovery issues and e-mails re same (.4); review information on Tillinghast report and draft e-mail re same (.8); organize notes for omnibus hearing (.3).	1.50
12/10/08	D. Felder	Review recently filed pleadings for December and January omnibus hearings (1.3); review Libby Claimants' confidentiality stipulation and e-mail correspondence with Debtors regarding same (.5); review objections to confidentiality stipulation filed by plaintiffs' law firms and e-mail correspondence to Orrick team regarding same (.3); e-mail correspondence to and from J. Biggs and R. Wyron regarding discovery issues (.3).	2.40
12/10/08	R. Wyron	E-mails and calls on confidentiality stipulations, including calls with Tillinghast and OHS team (.8); consider outbound discovery issues and e-mails re same (.9).	1.70
12/11/08	D. Fullem	Review e-mail from R. Frankel regarding recent 13G filing; research same.	0.50
12/11/08	D. Fullem	Review items on agenda for December 15 hearing.	0.20
12/11/08	D. Fullem	Review updated calendar of hearings and deadlines.	0.20
12/11/08	D. Felder	E-mail correspondence with Debtors regarding confidentiality stipulation and review drafts regarding same (.6); telephone conference with Debtors, insurers and ACC regarding same (.8); follow-up telephone conference with J. Baer regarding same (.1); e-mail correspondence with Orrick team regarding same (.3); review Libby confidentiality stipulation and e-mail update to Orrick team regarding same (.6).	2.40
12/11/08	J. Guy	Attention to insurer discovery and CMO issues.	0.70
12/11/08	R. Wyron	Continue work on confidentiality stipulation with insurers and calls with Debtors re same (1.2); review draft Libby confidentiality stipulation (.6).	1.80



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12/12/08	D. Felder	Review bar date materials and e-mail to R. Wyron regarding same (.6); prepare for December 15 omnibus hearing regarding confidentiality stipulations and review and revise same (2.4).	3.00
12/12/08	R. Wyron	Continue review of issues and analysis on confidentiality agreement and follow-up e-mails (.8); review insurer filings and revise notes (.6).	1.40
12/14/08	D. Felder	Review revised draft confidentiality stipulation from Debtors and e-mail correspondence regarding same.	0.20
12/14/08	R. Wyron	Review e-mail on confidentiality stipulation and order (.4); review revised draft protective order and analyze changes (.7); prepare notes for hearing (.2); review amended agenda (.2); review insurer pleadings on protective order (.4); review e-mails re Libby stipulation (.3).	2.20
12/15/08	D. Felder	Attention to e-mail correspondence regarding discovery issues and review revised drafts regarding same (1.6); telephonic participation in omnibus hearing (3.7).	5.30
12/15/08	J. Guy	Telephone participation in Court hearing regarding CMO and related issues.	0.70
12/15/08	J. Guy	Attention to discovery issues and insurer requests.	0.50
12/15/08	R. Wyron	Review draft discovery outline (.4); review pleadings for confirmation objection (1.1); organize notes on potential objection (.6).	2.10
12/15/08	R. Frankel	Review Michigan objection to plan, CDC Report from D. Austern.	1.20
12/15/08	R. Frankel	Review issues re confidentiality raised by plaintiff's law firms.	0.90
12/15/08	R. Frankel	Attend omnibus hearing in Pittsburgh.	4.50
12/16/08	D. Felder	E-mail correspondence regarding Travelers' asbestos-related appeal and attention to issues regarding same (.5); telephone conference with A. Thorp regarding discovery issues (.1); conference with J. Guy regarding same (.1); attention to discovery and confirmation issues (2.4); review confidentiality agreements for insurers and Libby (1.0); telephone conference with M. Hurford regarding update (.1).	4.20
12/16/08	R. Wyron	Review proposed revisions to confidentiality orders and provide comments.	0.60
12/16/08	R. Frankel	Review Libby Protective Order from D. Cohn.	1.20
12/17/08	A. Thorp	Communications and correspondence with T. Turner re e-mail collection and processing.	0.70



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12/17/08	D. Felder	Review insurers' comments to protective order (.2); review revised Libby protective order and e-mail correspondence regarding same (.3); review materials regarding Scotts' asbestos claims (.5); review expert reports regarding confidentiality issues (.2); draft discovery requests to Scotts (3.7); e-mail correspondence and telephone conferences with J. Baer regarding confidentiality stipulations, expert report issues and discovery and attention to same (2.0); conference with R. Wyron regarding same (.2); e-mail correspondence with Orrick team regarding same (.2); telephonic participation in continued hearing regarding confidentiality stipulations (1.0); follow-up regarding same (.9); conference with R. Wyron regarding update (.2); attention to confirmation issues (.5); conference with P. Mahaley regarding discovery to Scotts (1.3).	11.20
12/17/08	P. Mahaley	Confer with D. Felder re written discovery to Scotts (1.7); review materials as foundation for preparing discovery for Scotts (3.1); assist in drafting written discovery to Scotts (2.9).	7.70
12/17/08	J. Guy	Attention to insurer discovery.	0.50
12/17/08	R. Wyron	Review and revise draft protective order and follow-up (1.3); participate in telephonic hearing on protective order (1.4); follow-up e-mails on documents to be protected (.6); review e-mails on data room issues and respond (.4).	3.70
12/17/08	R. Frankel	Review Libby Protective Order submitted by J. Baer to Court.	0.80
12/17/08	R. Frankel	Attend telephonic hearing re discovery, CMO, protective orders (1.1); notes re same (.3).	1.40
12/17/08	R. Frankel	Review redlined Protective Order regarding confidentiality issues with Insurers, PI Firms.	0.70
12/18/08	D. Fullem	Review e-mail from D. Felder regarding Travelers appeal to Supreme Court re Manville issue.	0.20
12/18/08	D. Felder	Draft discovery requests to Scotts (2.1); e-mail correspondence regarding discovery issues (.5); review Scotts' adversary proceeding and related pleadings (1.0).	3.60
12/18/08	P. Mahaley	Revise draft document requests to be propounded to Scotts.	1.40
12/18/08	R. Wyron	Review draft interrogatories to Scotts and follow-up with D. Felder and P. Mahaley (.9); review CMO and organize dates (.3); review documents to be produced (.4).	1.60



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12/19/08	D. Felder	Attention to discovery requests and e-mail correspondence with plan proponents regarding same (1.0); telephone conferences with P. Mahaley regarding same (.2); review estimation expert reports regarding confidentiality issues and e-mail correspondence regarding same (2.3); telephone conference with Debtors and ACC regarding Scotts discovery (.8); attention to discovery issues (1.0).	5.30
12/19/08	P. Mahaley	Revise draft interrogatories to Scotts re plan objections (1.3); prepare for and participate in telephone conference with L. Esayian, P. Lockwood, R. Horkovich and D. Felder re proposed discovery against Scotts and insurers (1.6); analyze data re Scotts claims to develop discovery requests (.2); analyze draft discovery against Scotts, insurers, and others proposed by counsel for Grace (.2).	3.30
12/19/08	R. Wyron	Review draft discovery and follow-up (1.3); continue review of expert reports issues and confidentiality order (.9); review CMO issues and calls re same (.6).	2.80
12/19/08	R. Frankel	Review draft discovery requests to Scotts, form of acknowledgment during travel to DC.	1.10
12/22/08	D. Fullem	Review Travelers Supreme Court case; download petition for certiorari, all briefs filed in the case.	0.80
12/22/08	D. Fullem	Review and respond to e-mail from D. Felder regarding research on Travelers Supreme Court case.	0.20
12/22/08	D. Felder	Telephone conference with P. Mahaley and R. Wyron regarding discovery issues and follow-up regarding same (.5); finalize discovery requests to Scotts and review plan proponents' discovery to BNSF and other objectors (5.0); e-mail correspondence with plan proponents regarding same (.6); review estimation reports for confidentiality issues and e-mail correspondence with J. Baer regarding same (.5); telephone conference with Tillinghast regarding same (.1); review revised CMO and e-mail correspondence with J. Baer regarding same (.2); attention to discovery issues and telephone conferences with R. Chung and M. Hurford regarding same (3.0).	9.90
12/22/08	P. Mahaley	Review and revise draft discovery against Scotts and Grace insurers.	1.80
12/22/08	R. Wyron	Review draft discovery and provide comments (.7); confer with D. Felder on discovery and follow-up e-mails re same (.6); organize notes on open issues (.4); review draft CMO and provide comments (.3).	2.00
12/22/08	R. Frankel	Review preliminary objections.	0.50
12/22/08	R. Frankel	Review issues re discovery.	0.60



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12/23/08	D. Felder	Review discovery and preliminary plan objections and note issues regarding same (2.0); review Daubert pleadings and exhibits regarding confidentiality issues (.6); e-mail correspondence with J. Baer regarding same (.1); prepare chart of preliminary objections to plan and attention to confirmation issues (3.0); conference with R. Wyron, J. Guy and J. Burke regarding strategy and next steps (2.1); telephone conference with P. Mahaley regarding same (.1). Attention to discovery requests and plan objections.	7.90 1.70
12/23/08	J. Guy		1.20
12/23/08	R. Wyron	Review discovery served by objectors (.9); organize notes on discovery issues (.3).	
12/23/08	R. Frankel	Review revised case management order.	0.60
12/23/08	R. Frankel	Confer with R. Wyron re case management, discovery issues.	0.70
12/24/08	D. Felder	E-mail correspondence with J. Baer regarding discovery issues (.2); review discovery from Libby Claimants (.7); attention to discovery deadlines, case management order and related issues and prepare strategy chart, timeline and next steps regarding same (4.0).	4.90
12/24/08	R. Wyron	Review e-mails on discovery issues and respond (.4); call with P. Mahaley re discovery (.1).	0.50
12/24/08	R. Frankel	Review Libby discovery to ACC.	0.90
12/25/08	R. Frankel	Review Libby discovery to plan proponents.	1.10
12/25/08	R. Frankel	Review Owens Illinois discovery to plan proponents (1.3); review other discovery generally (.6).	1.90
12/26/08	R. Frankel	Review first amended CMO.	0.40
12/26/08	R. Frankel	Consider phased confirmation issues.	0.60
12/29/08	D. Felder	E-mail correspondence with Debtors regarding confidentiality issues and discovery (.7); attention to discovery served on plan proponents (.5); prepare agenda and open issues list for team strategy meeting (.5); review 2019 statements from Libby Claimants (.4); review ACC's draft expert report (1.1); telephone conference with Orrick team regarding strategy and next steps (.8).	4.00
12/29/08	J. Guy	Attention to expert reports.	0.70
12/29/08	J. Guy	Attention to discovery and plan objections.	1.50
12/29/08	R. Wyron	Review Royal discovery (.6); review e-mails on Royal RFAs and responses (.4); review Phase I designations and e-mails re same (.6); review open issues list (.2); call with OHS team re strategy (.9); follow-up on Phase I designation and related issues (1.1).	3.80
12/29/08	R. Frankel	Telephone conference with R. Wyron, D. Felder, J. Guy re discovery, Phase I and Phase II issues; notes re same.	0.70



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12/30/08	D. Felder	Telephone conference with Debtors and ACC regarding expert reports (.4); follow-up e-mail to Orrick team regarding same (.1).	0.50
12/30/08	R. Frankel	Review debtors' response to Libby request for production.	0.70
12/31/08	D. Felder	Review recently filed pleadings for January hearings (2.8); e-mail correspondence with plan proponents regarding discovery issues (.2); e-mail correspondence with M. Hurford regarding same (.1).	3.10
		Total Hours	221.60
		Total For Services	\$145,331.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Wendy B. Curtis	0.60	450.00	270.00
Debra Felder	104.20	560.00	58,352.00
Roger Frankel	33.20	875.00	29,050.00
Debra O. Fullem	2.50	245.00	612.50
Jonathan P. Guy	17.50	720.00	12,600.00
Aurora M. Hamilton	1.00	220.00	220.00
Peri N. Mahaley	18.00	575.00	10,350.00
Aaron R. Thorp	2.20	210.00	462.00
Richard H. Wyrton	43.40	775.00	33,635.00
Total All Timekeepers	222.60	\$653.87	\$145,551.50

Disbursements		
Document Reproduction	53.30	
Local Taxi Expense	97.04	
Out of Town Business Meals	53.81	
Outside Services	750.50	
Parking Expense	36.00	
Telephone	3.15	
Travel Expense, Air Fare	3,454.00	
Travel Expense, Local	146.00	
Westlaw Research	595.00	
Total Disbursements		\$5,188.80

Total For This Matter **\$150,740.30**



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For Legal Services Rendered Through December 31, 2008 in Connection With:

Matter: 9 - Plan & Disclosure Statement

12/01/08	R. Smith	Telephone conference with R. Wyron regarding deferred payment.	0.20
12/01/08	R. Wyron	Meet with D. Austern on plan issues, deal documents, insurance issues, Grace financial condition and strategy (2.9); organize outline of open issues and follow-up (.8); call to T. Freedman re status and deal document issues (.6); review plan language issues (.9).	5.20
12/01/08	R. Frankel	Confer with D. Austern, J. Radecki, D. Felder, R. Wyron and J. Guy re plan; notes re same.	2.40
12/01/08	R. Frankel	Review commercial plan documents; consider covenant issues.	2.30
12/02/08	D. Felder	Attention to cooperation agreement, documents to be provided to the PI Trust, confidentiality issues regarding discovery and telephone conference with A. Thorp regarding same.	2.60
12/02/08	Z. Finley	Review and mark-up revised Deferred Payment Documents (4.3); telephone conference with J. Radecki and R. Smith regarding same (.2).	4.50
12/02/08	R. Smith	Attention to e-mail messages (.2); call with J. Radecki and Z. Finley regarding DPA (.3); review revised draft documents (1.0); conference with R. Frankel and Z. Finley regarding transaction issues (.7); further conference with Z. Finley regarding same (.2).	2.40
12/02/08	R. Wyron	Review revised deal documents and intercreditor issues.	1.20
12/02/08	R. Frankel	Review open issues in preparation for meeting with R. Smith, Z. Finley.	0.70
12/02/08	R. Frankel	Confer with R. Smith, Z. Finley re open deal document issues (2.0); notes re same (.2).	2.20
12/03/08	D. Felder	Review and revise Cooperation Agreement and list of documents for PI Trust and comments from R. Wyron and P. Mahaley (2.7); attention to e-mail correspondence and attached documents regarding same (2.3).	5.00
12/03/08	R. Smith	Telephone conference with J. Radecki (.2); review J. Radecki comments (.2).	0.40
12/03/08	R. Wyron	Review open items on deal documents and timing; and e-mails re same.	0.40



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12/04/08	D. Felder	Review and revise Cooperation Agreement and list of documents for PI Trust and e-mail correspondence with Caplin regarding same.	1.50
12/04/08	Z. Finley	Review and mark-up latest draft of Deferred Payment Agreement.	2.30
12/04/08	R. Smith	Attention to e-mail messages.	0.10
12/04/08	R. Wyron	Review and provide comments on draft Cooperation Agreement, and follow-up with ACC counsel (.7); review plan language issue and e-mails re same (.6).	1.30
12/05/08	J. Burke	Case law research regarding plan confirmation issues.	1.60
12/05/08	D. Felder	Telephone conference with ACC and Debtors regarding Cooperation Agreement (.8); follow-up e-mail to Orrick team regarding same (.4).	1.20
12/05/08	Z. Finley	Prepare for conference call to discuss Deferred Payment Agreement (.2); conference call with R. Frankel, R. Wyron and R. Smith regarding Deferred Payment Agreement (1.0); revise mark-up of Deferred Payment Agreement (.8).	1.80
12/05/08	R. Smith	Telephone conference with R. Frankel, R. Wyron and Z. Finley regarding DPA (.7); prepare for same (1.0); call with Z. Finley (.1); review and revise documents (2.2).	3.00
12/05/08	R. Wyron	Review deal document issues list and prepare to discuss (.6); call with R. Frankel, R. Smith and Z. Finley re deal document revisions and suggested changes, and follow-up (1.0); review indemnity and insurer issues and draft language (.8); work on plan changes (.6).	3.00
12/05/08	R. Frankel	Review revised commercial documents from R. Smith and Z. Finley (DPA, Guarantee, Reg. Rights) (2.1); prepare notes, questions re same (.6).	2.70
12/05/08	R. Frankel	Telephone conference with R. Smith, Z. Finley, R. Wyron re DPA, document issues (.9); notes re same (.2).	1.10
12/06/08	R. Frankel	Review revised DPA sent to Kirkland (.8); study open issues, compare to K&E version (1.0).	1.80
12/07/08	D. Felder	Review revised Cooperation Agreement from A. McMillian.	0.30
12/07/08	R. Wyron	Review e-mail re Libby claims and follow-up (.2); begin review of revised deal documents (.4).	0.60
12/08/08	D. Felder	Telephone conference with R. Wyron, J. Biggs and J. Kimble regarding Libby issues and discovery issues (.4); review draft Cooperation Agreement from ACC and note issues regarding same (1.1); telephone conference with Debtors and ACC regarding same (.4); follow-up e-mail correspondence with A. McMillian and N. Finch regarding same (.4).	2.30



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12/08/08	M. Wallace	Review correspondence and respond to same regarding Sealed Air comments.	0.20
12/08/08	R. Smith	Attention to e-mail messages.	0.20
12/08/08	R. Wyron	Review issues with R. Frankel and e-mail re same (.6); review plan changes from T. Freedman (.4); confer with P. Lockwood on plan and strategy issues and follow-up (1.1); call with P. Lockwood and T. Freedman on Libby, plan changes and open issues (1.0); review deal documents and follow-up e-mails to J. Radecki and R. Smith (1.4); review pleadings on indemnity issues (.6); call with Tillinghast on Libby issues (.4); review and provide comments on Cooperation Agreement, and follow-up with D. Felder re same (.8).	6.30
12/08/08	R. Frankel	Review revised DPA re open issues.	0.60
12/08/08	R. Frankel	Review PD-DPA Agreement, PD (ZAI) - DPA Agreement, Blackline PI-DPA Agreement, PD SIA Agreement.	2.20
12/08/08	R. Frankel	Telephone conference with R. Wyron re status of Plan document, CMO, expert reports.	0.40
12/09/08	D. Felder	Review supplemental disclosure statement objection of Seaton and OneBeacon (.2); attention to plan confirmation issues and memorandum regarding same (3.2).	3.40
12/09/08	Z. Finley	Draft Intercreditor Agreement among PI Trust, PD Trust and ZAI Trust re Section 524(g) Shares (3.1); telephone conference with R. Frankel, R. Wyron and R. Smith (.2); telephone conference with Debtors' counsel and R. Smith (.5); telephone conference with J. Radecki, R. Wyron and R. Smith (.2); telephone conference with J. Radecki, R. Frankel, R. Wyron and R. Smith (.7).	4.70
12/09/08	R. Smith	Telephone conference with R. Frankel, R. Wyron, Z. Finley and J. Radecki (1.3); telephone conference with T. Christopher and Z. Finley (.5); prepare for same (.2); call with R. Wyron regarding same (.3).	2.30
12/09/08	R. Wyron	Continue work on deal document issues (.6); calls with R. Smith, Z. Finley and J. Radecki regarding negative covenant and events of default, and review e-mails re same (1.1); update analysis and follow-up calls on deal documents after discussions with Debtors' counsel and financial advisors (1.3); call with P. Lockwood on injunction issues (1.4); follow-up call with R. Frankel on injunction issues and e-mails re same (.6); review plan language on injunction issues and outline re same (.4).	5.40
12/09/08	R. Frankel	Telephone conference with J. Radecki re status (.3); telephone conference with R. Wyron, J. Radecki, R. Smith re plan document issues (.5); notes re same (.3).	1.10



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12/09/08	R. Frankel	Telephone conference with J. Radecki, R. Smith, R. Wyron, Z. Finley re status of Plan documents.	0.60
12/09/08	R. Frankel	Telephone conference with R. Wyron re call with P. Lockwood, issue of Indirect Asbestos Claims; notes re same.	0.70
12/10/08	D. Felder	Review disclosure statement objection regarding confirmation issues and continue work on memorandum regarding same.	2.00
12/10/08	R. Wyron	Continue review of indirect claims issues (1.7); call to J. Radecki on call with P. Zilly (.3); review revisions to Trust Agreement and provide comments (.6); calls with ACC counsel regarding indirect trust claims issues and follow-up notes (1.3).	3.90
12/10/08	R. Frankel	Review plan language, issues re Indirect Asbestos Claims (1.4); telephone conference with R. Wyron and P. Lockwood re disclosure plan issues (1.0).	2.40
12/11/08	J. Burke	Case law research regarding plan confirmation issues (2.2); meet with D. Felder to discuss plan disclosure objections (.4); review plan disclosure objections (.9); treatise research on plan confirmation issues (1.4).	4.90
12/11/08	D. Felder	Conference with J. Burke regarding research and memorandum regarding confirmation issues (.4); e-mail correspondence to and from A. McMillian regarding Cooperation Agreement (.2); review same (.5).	1.10
12/11/08	R. Wyron	Call with D. Austern on pending issues and follow-up (.8); begin review further of revised plan language on ZAI deal (1.3); various calls regarding indirect claims with R. Frankel, P. Lockwood and others (.8).	2.90
12/11/08	R. Frankel	Prepare notes for call with D. Austern (.6); telephone conference with D. Austern, R. Wyron re status of plan (1.0).	1.60
12/11/08	R. Frankel	Confer with E. Inselbuch re plan issues, plan related documents (1.5); notes re same (.4).	1.90
12/11/08	R. Frankel	Telephone conference with J. Guy, R. Wyron re ACC issues, status; notes re same.	0.50
12/11/08	R. Frankel	Review series of e-mails, attachments re revised documents, CMO in preparation for hearing.	0.90
12/12/08	D. Felder	Review Michigan Department of Treasury preliminary plan objection and e-mail regarding same (.2); attention to confirmation issues (1.4).	1.60
12/12/08	Z. Finley	Draft Intercreditor Agreement for Section 524(g) Shares.	1.50
12/12/08	R. Smith	Attention to e-mail messages.	0.10



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12/12/08	R. Wyron	Call with Debtors and ACC counsel on plan issues re indirect trust claims and follow-up notes (1.4); review revised plan language, and several calls with P. Lockwood and T. Freedman regarding changes (1.7); call with P. Lockwood on plan issues, Scotts, 105 injunction and related issues, and follow-up notes (1.1).	4.20
12/12/08	R. Frankel	Review series of e-mails re plan issues (.8); telephone conference with R. Wyron re status, agreement on plan, disclosure language (.4).	1.20
12/13/08	R. Smith	Attention to e-mail messages.	0.10
12/13/08	R. Frankel	Review revised DPA from Kirkland (1.4); prepare notes re same (.4).	1.80
12/13/08	R. Frankel	Review revised plan and disclosure language from Kirkland.	1.10
12/14/08	Z. Finley	Draft Intercreditor Agreement for Section 524(g) Shares (4.6); review term sheet for disposition of US ZAI claims (.4).	5.00
12/14/08	R. Smith	Attention to e-mail messages.	0.20
12/14/08	R. Wyron	Review e-mails on plan and disclosure changes for 12/15 hearing (.4); continue review of revised plan draft (.8).	1.20
12/15/08	J. Burke	Case law research regarding plan confirmation issues.	2.40
12/15/08	D. Felder	Telephone conference with J. Burke regarding research on confirmation issues (.1); review Debtors' comments to cooperation agreement and e-mail correspondence regarding same (.5).	0.60
12/15/08	Z. Finley	Revise Intercreditor Agreement (1.0); review revised Plan (.5); review ZAI Deferred Payment Agreement (.3); conference with R. Smith regarding Deferred Payment Documents (1.1).	2.90
12/15/08	R. Smith	Review documents (.5); conference with Z. Finley regarding same (1.0); attention to e-mail messages (.1).	1.60
12/15/08	R. Wyron	Confer with ACC counsel on Scotts issues and discovery (.3); participate in Omnibus hearing on confidentiality issues and disclosure objections (3.6); confer with insurers' counsel on plan issues and indirect claims (.4); confer with ACC counsel on open issues (.3); review information on Scotts claims (.3); review revised draft of ZAI plan (.6); review revised DPA draft (.7).	6.20
12/15/08	R. Frankel	Review plan related documents during travel (1.3); notes re same (.3).	1.60



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12/16/08	J. Burke	Discuss research findings with D. Felder (.4); case law research regarding plan confirmation issues (3.3); review plan disclosure statement (.6); discuss plan disclosure statement with D. Felder (1.5); discuss plan disclosure statement with D. Felder and R. Wyron (.5).	6.30
12/16/08	D. Felder	Attention to confirmation issues and review disclosure statement objections regarding same (3.5); various conferences with R. Wyron and J. Burke regarding same (1.0).	4.50
12/16/08	Z. Finley	Telephone conference with R. Frankel, R. Wyron and R. Smith regarding Deferred Payment Agreement (.9); conference with R. Smith regarding same (.1); telephone conference with A. Benjamin regarding remedies under Deferred Payment Agreement (.3); e-mail regarding same (.2).	1.50
12/16/08	A. Benjamin	Telephone call with Z. Finley re deferred payment agreement issues.	1.00
12/16/08	R. Smith	Telephone conference with R. Frankel, R. Wyron, Z. Finley and J. Radecki (1.0); prepare for same (.3); attention to e-mail messages (.3); call with Z. Finley (.2).	1.80
12/16/08	R. Wyron	Review DPA comments (.3); follow-up call with OHS team to prepare for Grace call, and e-mails re same (1.1); confer with R. Frankel and follow-up e-mails (.3).	1.70
12/16/08	R. Frankel	Review deal documents in preparation for internal conference call.	0.80
12/16/08	R. Frankel	Telephone conference with R. Smith, R. Wyron, Z. Finley re deal documents (.7); prepare for call with Grace (.2); notes (.2).	1.10
12/17/08	J. Burke	Case law research regarding plan confirmation issues (6.1); discuss plan confirmation issues with D. Felder (.2).	6.30
12/17/08	Z. Finley	E-mail regarding EBITDA calculation (.4); conference call with Debtors' counsel, R. Frankel, R. Wyron and R. Smith regarding Deferred Payment Agreement (.8).	1.20
12/17/08	R. Smith	Telephone conference with K&E, R. Frankel, R. Wyron and Z. Finley (1.0); prepare for same (.3); attention to e-mail messages (.1).	1.40
12/17/08	R. Wyron	Review open issues on deal documents (.3); follow-up with Debtors on deal documents (1.2).	1.50
12/17/08	R. Frankel	Review notes in preparation for conference call with Grace (K&E).	0.60
12/17/08	R. Frankel	Telephone conference with R. Smith, R. Wyron, K&E re plan documents (1.0); notes re same (.3).	1.30
12/17/08	R. Frankel	Review e-mail attachments of changes to plan and disclosure statement.	0.90



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12/17/08	R. Frankel	Review ZAI Claimants' motion and memorandum for Class certification and Westbrook Declaration.	1.30
12/18/08	J. Burke	Case law research regarding plan confirmation issues (6.4); discuss plan confirmation issues with R. Wyron (.3).	6.70
12/18/08	D. Felder	Telephone conference with A. Running and A. McMillian regarding Cooperation Agreement (.2); review revised draft regarding same (.2).	0.40
12/18/08	Z. Finley	Conference call with R. Frankel, R. Wyron, R. Smith and J. Radecki regarding open issues in Deferred Payment Agreement.	0.70
12/18/08	R. Smith	Work on DPA issues (1.1); call with R. Frankel, R. Wyron and Z. Finley (.3); attention to e-mail messages (.1).	1.50
12/18/08	R. Wyron	Call to J. Radecki on EBITDA issues and follow-up (.4); call with OHS team on deal documents and follow-up notes (1.1); review R. Smith e-mail and documents (.4); review revised draft plan and organize comments (.8).	2.70
12/18/08	R. Frankel	Review series of e-mails, compromise issues re plan documents; consider DPA issues.	1.40
12/18/08	R. Frankel	Telephone conference with J. Radecki, R. Wyron, R. Smith, Z. Finley re plan documents, compromise issues; notes re same.	0.90
12/19/08	J. Burke	Case law research regarding plan confirmation issues (6.3); discuss plan confirmation issues with D. Felder (1.0).	7.30
12/19/08	D. Felder	Conferences with J. Burke regarding confirmation issues and research regarding same.	1.00
12/19/08	Z. Finley	Telephone conference with R. Wyron.	0.20
12/19/08	R. Smith	Attention to e-mail messages.	0.10
12/19/08	R. Wyron	Call re Scotts issues and follow-up e-mails (.7); review revised plan language and follow-up with Debtors' counsel (1.6).	2.30
12/19/08	R. Frankel	Review documents, confer with R. Wyron re status of open issues with plan documents.	0.90
12/20/08	R. Frankel	Organize plan, plan documents and notes re same.	0.60
12/22/08	J. Burke	Case law research regarding plan confirmation issues.	4.50
12/22/08	R. Smith	Attention to e-mail messages.	0.10
12/22/08	R. Wyron	Review Scotts issues in preparation for call with P. Lockwood (.6); call with P. Lockwood re Scotts, objectors' discovery and 524(g) issues, and follow-up notes (2.1); begin review of objections (.9).	3.60
12/22/08	R. Frankel	Review open issues re plan documentation, e-mails re same.	0.70
12/23/08	J. Burke	Case law research on plan confirmation issues (5.1); confer with R. Wyron, J. Guy and D. Felder regarding case status and plan confirmation issues (2.0).	7.10
12/23/08	R. Smith	Attention to e-mail messages.	0.10



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12/23/08	R. Wyron	Review objections (.9); confer with D. Felder and J. Burke, and follow-up notes (1.4); organize notes and outline objections (.8); call with J. Radecki re deal terms (.2); follow-up with R. Frankel and D. Felder on strategy and open issues, and e-mails re same (.8).	4.10
12/24/08	J. Burke	Case law research on plan confirmation issues.	2.30
12/24/08	R. Smith	Attention to e-mail messages.	0.10
12/24/08	R. Frankel	Review with R. Wyron, D. Felder plan issues; notes re same.	0.60
12/24/08	R. Frankel	Read and prepare notes re preliminary objections to confirmation.	2.80
12/25/08	R. Frankel	Review detailed timeline chart from D. Felder re CMO dates (.6); review, consider description of plan issues from J. Baer (.6).	1.20
12/26/08	R. Frankel	Review GAAP opinion issues (1.0); review e-mails re Phase I and Phase II issues (.4).	1.40
12/29/08	J. Burke	Case law research regarding plan confirmation issues (5.8); confer with R. Frankel, J. Guy, R. Wyron and D. Felder regarding case status (.6).	6.40
12/29/08	D. Felder	Conferences with J. Burke regarding confirmation research issues (.5); attention to memorandum regarding same (1.3); e-mail correspondence with J. Liesemer regarding plan issues and review same (.3).	2.10
12/29/08	Z. Finley	Telephone conference with R. Frankel, R. Wyron, R. Smith and J. Radecki regarding Deferred Payment Agreement (.5); conference with R. Smith (.5); prepare mark-up of Deferred Payment Agreement (.5).	1.50
12/29/08	R. Smith	Telephone conference with R. Frankel, R. Wyron, J. Radecki and Z. Finley regarding DPA (.5); prepare for same (.3); conference with Z. Finley regarding DPA (.5).	1.30
12/29/08	R. Wyron	Call with R. Smith and Z. Finley on deal documents and new proposal from Grace (.6); review J. Radecki analysis (.3); review plan language on neutrality in latest draft (.9)	1.80
12/29/08	R. Frankel	Review drafts of confirmation issues, memorandum.	0.60
12/29/08	R. Frankel	Review J. Radecki report re default threshold measurement (1.2); consider default issues (.4).	1.60
12/29/08	R. Frankel	Telephone conference with J. Radecki, R. Smith, Z. Finley, R. Wyron re threshold measurement variables, DPA issues.	0.90
12/30/08	J. Burke	Case law research regarding plan confirmation issues.	6.40
12/30/08	Z. Finley	Mark-up Deferred Payment Agreement (2.8); internal e-mails regarding same (.5).	3.30
12/30/08	R. Smith	Attention to e-mail messages.	0.20
12/30/08	R. Frankel	Review outline for confirmation memo.	0.70



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12/31/08	J. Burke	Case law research regarding plan confirmation issues (3.1); confer with D. Felder regarding plan confirmation issues (.8).	3.90
12/31/08	D. Felder	Conference with J. Burke regarding confirmation issues (.8); review Travelers' preliminary plan objection (.1).	0.90
12/31/08	Z. Finley	Draft Intercreditor Agreement.	2.00
12/31/08	R. Frankel	Consider DPA default issues.	0.80
		Total Hours	260.50
		Total For Services	\$161,389.50

Timekeeper Summary	Hours	Rate	Amount
Alan G. Benjamin	1.00	750.00	750.00
James W. Burke	66.10	285.00	18,838.50
Debra Felder	30.50	560.00	17,080.00
Zachary S. Finley	33.10	570.00	18,867.00
Roger Frankel	52.90	875.00	46,287.50
Richard V. Smith	17.20	775.00	13,330.00
Mary A. Wallace	0.20	620.00	124.00
Richard H. Wyron	59.50	775.00	46,112.50
Total All Timekeepers	260.50	\$619.54	\$161,389.50

Disbursements

Document Reproduction	9.60
Lexis Research	1,131.00
Local Taxi Expense	231.78
Online Database	9.00
Other Business Meals	22.50
Out of Town Business Meals	316.49
Parking Expense	150.00
Telephone	17.01
Travel Expense, Air Fare	6,139.50
Travel Expense, Local	16.86
Travel Expense, Out of Town	783.36
Westlaw Research	5,761.75
Total Disbursements	\$14,588.85

Total For This Matter

\$175,978.35



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For Legal Services Rendered Through December 31, 2008 in Connection With:

Matter: 11 - Compensation of Professionals - Other

12/01/08	D. Fullem	Meet with D. Austern re quarterly for Jul-Sept 08 and monthly for October; finalize notices and filing/service of same; e-mail to D. Austern.	0.60
12/01/08	D. Fullem	Prepare notices for filings of Austern, Piper and Tillinghast October fee applications; e-mail to D. Felder regarding same.	0.80
12/01/08	D. Felder	Review notices of fee applications for Tillinghast and Austern.	0.10
12/02/08	D. Fullem	Coordinate filings/services of Austern, Piper and Tillinghast October monthly fee applications.	0.90
12/08/08	D. Fullem	Review and respond to e-mails from C. LaRuffa for Tre Angeli re timing/filing of November monthly fee application.	0.20
12/09/08	D. Fullem	Review e-mail from R. Wyron and exhibit to proposed order approving Apr-Jun 08 quarterly fee applications to confirm FCR and professionals' amounts listed corrected; prepare response e-mail to R. Wyron regarding same.	0.80
12/11/08	D. Fullem	Review e-mail from K. Boeger at Tillinghast regarding November monthly fee application; review same; e-mail to K. Boeger regarding same; review and respond to e-mail from K. Boeger regarding timing, filing, objection deadline and preparation of quarterly for period Jul-Sep 08.	0.50
12/16/08	D. Fullem	Review and respond to e-mails from K. Boeger and J. Biggs regarding Tillinghast quarterly for period July-September; prepare notice of same; coordinate review/signature.	0.80
12/23/08	D. Fullem	Prepare CNOs for Austern, Piper, Tillinghast October fee applications (.8); provide to D. Felder for review/signature (.1); coordinate service and filing of same (.3).	1.20
12/23/08	D. Fullem	Prepare Notices for Tre Angeli, Tillinghast, Piper November fee applications (.9); provide to D. Felder for review/signature (.1)	1.00
12/23/08	D. Felder	Review CNOs and fee applications for Tre Angeli, D. Austern and Tillinghast.	0.20
12/29/08	D. Fullem	Coordinate filing and prepare service of Piper, Tillinghast and Tre Angeli November fee applications.	0.80



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12/29/08 D. Fullem Follow up e-mails to D. Spicuzza regarding service of
 Piper, Tillinghast and Tre Angeli November fee
 applications. 0.10

Total Hours 8.00
 Total For Services \$2,054.50

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	0.30	560.00	168.00
Debra O. Fullem	7.70	245.00	1,886.50
Total All Timekeepers	8.00	\$256.81	\$2,054.50

Disbursements	139.30	
Document Reproduction	38.66	
Express Delivery	259.05	
Postage		
Total Disbursements		\$437.01

Total For This Matter \$2,491.51



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For Legal Services Rendered Through December 31, 2008 in Connection With:

Matter: 12 - Retention of Professionals - Orrick

12/04/08	D. Fullem	Review November prebill.	0.80	
		Total Hours	0.80	
		Total For Services		\$196.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.80	245.00	196.00
Total All Timekeepers	0.80	\$245.00	\$196.00

Total For This Matter **\$196.00**



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Matter: 13 - Compensation of Professionals - Orrick

12/02/08	D. Fullem	Confer with R. Wyron regarding e-mail to send to W. Sparks regarding current status of fees/expenses and payments.	0.10
12/02/08	R. Wyron	Review amounts due and e-mail re same.	0.20
12/03/08	D. Fullem	Review new revised chart of fees/expenses prepared by R. Wyron; e-mail to R. Wyron regarding same.	0.30
12/03/08	D. Fullem	Review e-mail from D. Felder regarding professionals who have billed in Grace to date; forward to L. Blackhurst.	0.20
12/04/08	D. Fullem	Review e-mail from R. Wyron regarding recent payment; prepare e-mail to R. Wyron regarding payment for August; update fee/expense charts and circulate same.	0.70
12/04/08	D. Fullem	Review November prebill.	1.00
12/05/08	D. Felder	Review November prebill.	1.40
12/05/08	R. Wyron	Call from Grace re amounts outstanding and follow-up.	0.30
12/07/08	R. Wyron	Review November prebill.	0.70
12/15/08	D. Fullem	Review timing/filing of November fee application with D. Spicuzza; e-mail to R. Wyron and D. Felder regarding same.	0.20
12/18/08	D. Fullem	Review Z. Finley expense reports for hotels and meals; e-mail to Z. Finley regarding same.	0.50
12/19/08	D. Fullem	Finish review of draft November fee application; e-mail to R. Wyron and D. Felder regarding same.	0.60
12/19/08	D. Fullem	Prepare updated chart of fees and expense; confer with V. Crossley regarding same; prepare mail to R. Wyron and R. Frankel regarding same.	0.60
12/19/08	R. Wyron	Review status of pending fee applications and follow-up.	0.20
12/21/08	D. Felder	Review draft November fee application.	0.30
12/22/08	D. Fullem	Confer with R. Wyron regarding reconciling of account (.1); review prior fee adjustments (.7); telephone with V. Crossley (.1); prepare e-mail to V. Crossley regarding same (.1).	1.00
12/22/08	D. Fullem	Prepare e-mail/review/respond to C. Hartman regarding timing/filing of November fee applications.	0.20
12/22/08	R. Wyron	Review draft November fee application.	0.30
12/23/08	D. Fullem	Review proposed final November fee application.	0.60
12/23/08	D. Fullem	Review and update fee/expense charts; e-mail to R. Wyron, R. Frankel, V. Crossley.	0.30



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12/23/08	D. Fullem	Review recent payment and related information; compare to amount owed for holdback for April-June 2008; prepare e-mail to R. Wyron regarding same.	0.30
12/23/08	D. Fullem	Review e-mail from V. Crossley regarding reconciling account.	0.20
12/29/08	D. Fullem	Coordinate filing and prepare service of Orrick's November fee application.	0.40
12/29/08	D. Fullem	Follow up e-mails regarding service of Orrick November fee application.	0.10
		Total Hours	10.70
		Total For Services	\$4,058.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.70	560.00	952.00
Debra O. Fullem	7.30	245.00	1,788.50
Richard H. Wyron	1.70	775.00	1,317.50
Total All Timekeepers	10.70	\$379.25	\$4,058.00

Disbursements	2.80	
Document Reproduction	100.38	
Express Delivery		\$103.18
Total Disbursements		\$103.18

Total For This Matter **\$4,161.18**



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Matter: 14 - Trust Distribution Procedures

12/02/08	R. Wyron	Review e-mail from ACC and follow-up (.3); review language on open issues (.2).	0.50
12/04/08	M. Wallace	Correspond with A. McMillan regarding Sealed Air comments.	0.10
12/07/08	M. Wallace	Review correspondence regarding additional Sealed Air comments to trust agreement.	0.10
12/08/08	M. Wallace	Review Sealed Air additional comments to trust agreement.	0.30
12/09/08	M. Wallace	Review correspondence regarding finalizing trust agreement.	0.10
12/10/08	M. Wallace	Review revised trust agreement and respond to R. Wyron's inquiry regarding same.	0.20
		Total Hours	1.30
		Total For Services	\$883.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Mary A. Wallace	0.80	620.00	496.00
Richard H. Wyron	0.50	775.00	387.50
Total All Timekeepers	1.30	\$679.62	\$883.50

Total For This Matter

\$883.50



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Matter: 15 - Travel Time (Non-Working)

12/08/08	P. Mahaley	Travel to NY to attend meeting with M. Garbowski.	3.00
12/09/08	R. Frankel	Travel to NY.	1.80
12/15/08	R. Wyron	Travel to and from Pittsburgh for Disclosure Statement hearing.	2.80
12/15/08	R. Frankel	Non-working travel to/from Pittsburgh.	4.50
12/16/08	P. Mahaley	Travel to NY and return.	3.50
12/16/08	M. Plumer	Travel to NY and return.	3.00
12/19/08	R. Frankel	Travel to DC.	1.60

Total Hours	20.20	
Total For Services		\$10,663.75

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	7.90	437.50	3,456.25
Peri N. Mahaley	6.50	575.00	3,737.50
Mark J. Plumer	3.00	795.00	2,385.00
Richard H. Wyron	2.80	387.50	1,085.00
Total All Timekeepers	20.20	\$527.91	\$10,663.75

Total For This Matter	\$10,663.75
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***** COMBINED TOTALS *****

Total Hours	650.40	
Total Fees, all Matters		\$392,218.75
Total Disbursements, all Matters		\$21,928.91
Total Amount Due		\$414,147.66